

19264-5

RECORDATION NO. _____ FILED 1425

BILL OF SALE

MAR 1 1995 -3 PM

INTELLIGENCE COMMERCIAL COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**, a Delaware corporation, with its principal place of business at 33 West Monroe Street, Chicago, Illinois 60603 (hereinafter called "Seller"), for and in consideration of the sum of \$10.00 and other valuable consideration in full payment for the equipment hereinafter specified, the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver to **NORRAIL, INC.** (hereinafter called "Purchaser"), its successors and assigns, the following described equipment, to wit:

Description and Car Numbers

Six (6) 3900 cu. ft. Pressure differential, 14 compartment,
Hopper Cars (NAHX 99562, 99564, 99604, 99620, 99622,
99617)

TO HAVE AND TO HOLD the said equipment unto the said Purchaser, its successors and assigns, to and for its own use, forever.

It is understood and agreed that the sale of said equipment is on an "AS IS" and "WHERE IS" basis, and Seller does not make any representation or warranty as to the condition, quality, description, durability or suitability of such equipment. Seller neither assumes nor authorizes any person to assume for it any liability of any kind whatsoever in connection with such sale. IT IS FURTHER UNDERSTOOD AND AGREED THAT SELLER SHALL NOT BE LIABLE FOR ANY INCIDENTAL, INDIRECT OR CONSEQUENTIAL DAMAGES OF ANY KIND WHATSOEVER.

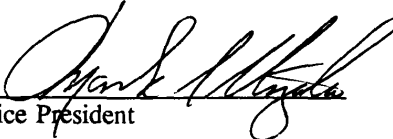
Seller warrants to Purchaser, its successors and assigns, that at the time of delivery of said equipment Seller had legal title to said equipment and good and lawful right to grant, bargain, sell, convey and deliver as aforesaid and that title to said equipment was, as of the date of delivery of said equipment to Purchaser, free of all claims, liens and encumbrances whatsoever. SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND THE FOREGOING WARRANTY OF TITLE IS EXPRESSLY IN LIEU OF ALL OTHER WARRANTIES, EXPRESSED OR IMPLIED.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by a duly authorized officer and attested by its Assistant Secretary, as of the 5th day of January, 1995.

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

ATTEST:


Assistant Secretary

By 
Vice President



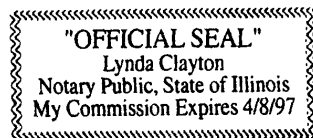
GE Capital
Railcar Services

Lynda Clayton
Notary Public, State of Illinois
My Commission Expires 4/8/97

NOTARIAL ACKNOWLEDGMENT

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 7th day of January, 1995, before me appeared Mark S. Strzala, to me known to be the person described in and who executed the foregoing Bill of Sale as Vice President of General Electric Railcar Services Corporation, and he acknowledged that he executed the same as his free act and deed.



Lynda Clayton

Notary Public
My Commission expires 4/8/97